

SEBI (Listing Obligation and disclosure Requirements) Regulations 2015

[Internal check and external compliance]

- ❖ Unless otherwise provided, these regulations shall apply to the listed entity who has listed either Equity shares or Non-Convertible Debenture or both on main board of stock exchange

Internal Check

Regulations	Particular
6	Appoint a Qualified Company Secretary • Qualified CS shall be appointed as Compliance Officer • who shall be responsible for ensuring compliance with applicable laws, monitoring grievance redressal etc.
7	RTA • The listed entity shall appoint a share transfer agent
9	Preservation of documents • Documents whose preservation shall be permanent in nature • Documents with preservation period of not less than eight years after completion of the relevant transactions:
11	Scheme of Arrangement • scheme of arrangement /amalgamation /merger /reconstruction /reduction of capital etc. to be presented to any Court or Tribunal does not in any way violate, override or limit the provisions of securities laws or requirements of the stock exchange
13	Grievance Redressal Mechanism • adequate steps are taken for expeditious redressal of investor complaints. • shall ensure that it is registered on the SCORES platform to handle investor complaints electronically • statement as specified in sub-regulation (3) shall be placed, on quarterly basis, before the board of directors of the listed entity.
14	Fees and other charges to be paid to the recognized stock exchange(s).
15	Applicability

16	Definitions
17	Board of Directors. • shall have an optimum combination of executive and non-executive Director with at least one woman director • And not less than fifty per cent. of the board of directors shall comprise of non-executive directors; • chairperson of the board of directors is a non-executive director, at least one-third of the board of directors shall comprise of independent directors • listed entity does not have a regular non-executive chairperson, at least half of the board of directors shall comprise of independent directors • regular non-executive chairperson is a promoter of the listed entity or is related to any promoter or person occupying management positions at the level of board of director or at one level below the board of directors, at least half of the board of directors of the listed entity shall consist of independent directors • shall meet at least four times a year, with a maximum time gap of one hundred and twenty days between any two meetings • shall periodically review compliance reports pertaining to all laws applicable to the listed entity • shall lay down a code of conduct for all members of board of directors and senior management of the listed entity • Shall suitably incorporate the duties of independent directors as laid down in the Companies Act, 2013. • shall recommend all fees or compensation, if any, paid to non-executive directors including ID • compliance certificate form CEO/ EFO to BOD • performance evaluation of independent directors
18	Audit Committee. • shall constitute a qualified and independent audit committee • shall have minimum three directors as members • Two-thirds shall be independent directors. • All financially literate and at least one member shall have accounting or related financial management expertise. • Chairperson shall be an independent director • Conduct the meetings at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings.

	• The role of the audit committee and the information to be reviewed by the audit committee shall be as specified in Part C of Schedule II.
19	Nomination and remuneration committee: • shall constitute the nomination and remuneration committee • the committee shall comprise of at least three directors ; • All directors of the committee shall be non-executive directors; and • At least fifty percent of the directors shall be independent directors. • Chairperson shall be an independent director: • Provided that the chairperson of the listed entity shall not chair such Committee • Chairperson present at the annual general meeting, to answer the shareholders' queries • The role of the nomination and remuneration committee shall be as specified as in Part D of the Schedule II
20	Stakeholders Relationship Committee: • Shall constitute a Stakeholders Relationship Committee • look into the mechanism of redressal of grievances of shareholders, debenture holders and other security holders • chairperson of this committee shall be a non-executive director • board of directors shall decide other members • role specified as in Part D of the Schedule II.
21	Risk Management Committee: • Shall constitute a Risk Management Committee. • The majority of members consist of members of the board of directors. • Chairperson shall be member of the board of directors and senior executives of the listed entity • board of directors shall define the role and responsibility of the committee • shall be applicable to top 100 listed entities, determined on the basis of market capitalization
22	Vigil mechanism. • shall formulate a vigil mechanism • for directors and employees to report genuine concerns. • shall provide for adequate safeguards against victimization of director(s) or employee(s) or any other person who avail the mechanism • also provide for direct access to the chairperson of the audit committee in appropriate or exceptional cases

23	Related party transactions. • shall formulate a policy on materiality of related party transactions • Materiality means transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity • All RPT shall require prior approval of the audit committee • Audit committee may grant omnibus approval for related party transactions • proposed to be entered subject to such condition specified in regulation • Provisions shall not be apply when transaction between a holding company and its wholly owned subsidiary • audit committee shall review, at least on a quarterly basis, the details of related party transactions entered into by the listed entity • All material related party transactions shall require approval of the shareholders through resolution • Related party shall abstain from voting irrespective of whether the entity is a party to the particular transaction or not
24	Corporate governance requirements with respect to subsidiary of listed entity: • At least one independent director of the listed entity shall be a director on the board of directors of an unlisted material subsidiary, incorporated in India. • Audit committee of the listed entity shall also review the financial statements, in particular, the investments made by the unlisted subsidiary • Minutes of BM of Subsidiary shall be placed at the meeting of the board of directors of the listed entity • The management of the unlisted subsidiary shall periodically bring to the notice of the board of directors of the listed entity, a statement of all significant transactions and arrangements entered into by the unlisted subsidiary • significant transaction or arrangement” shall mean individual transaction exceeds or is likely to exceed ten percent of the total revenues or total expenses or total assets or total liabilities, of the unlisted material subsidiary
25	Obligations with respect to independent directors: • A person shall not- -serve as an independent director in more than seven listed entities: -Shall not more than three listed entities who is serving as a WTDs in any listed entity • maximum tenure- accordance with the Companies Act, 2013 and rules

	• shall hold at least one meeting in a year, without the presence of non-independent directors and members of the management • The independent directors in the meeting review the performance of non-independent directors, BODs, chairperson of the listed entity • independent director shall be held liable such acts of omission or commission by the listed entity which had occurred with his knowledge, or where he had not acted diligently • replaced by a new independent director by listed entity at the earliest but not later than the immediate next meeting of the board of directors or three months from the date of such vacancy, whichever is later • the requirement of replacement shall not apply where the listed entity fulfils the requirement of independent directors • shall familiarise the independent directors through various programmes about the listed entity
26	Obligations with respect to directors and senior management.: • A director shall not- -member in more than ten committees or -act as chairperson of more than five committees • For the purpose of determining the limits -private limited companies, foreign companies and companies under Section 8 shall be excluded -chairpersonship and membership of the audit committee and the Stakeholders' Relationship Committee alone shall be considered. • Every director shall inform the listed entity about the committee Positions he or she occupies and notify changes as and when they take place. • All BODs and senior management personnel shall affirm compliance with the code of conduct on an Annual basis. • Non-executive directors shall disclose their shareholding, in which they are proposed to be appointed as directors, in the notice to the general meeting called for appointment of such director • Senior management shall make disclosures to the board of directors relating to all material, financial and commercial transactions, where they have personal interest that may have a potential conflict with Listed entity
27	Other corporate governance requirements. • The listed entity comply with requirements as specified in Part E of Schedule II.

	• All material transactions with related parties shall be disclosed along with report • CG Report shall be signed either by the compliance officer or the chief executive officer
31	Holding of specified securities and shareholding pattern: • ensure that hundred percent of shareholding of promoter(s) group is in dematerialized form on a continuous basis
33	financial results • Preparation - o On the basis of accrual accounting policy and uniform accounting practices - o The quarterly and year to date results prepared in AS 25/ Indian AS 34 –Interim Financial Reporting- Specified in Section 133 of companies Act 2013. - o Standalone/Consolidated FR Shall be Prepared as per GAAP also submit FR as per IFRS notified by IASB - o Limited review or AR submitted to the S/E on a quarterly or annual basis, subjected to the peer review process of ICAI - o Make the disclosures specified in Part A of Schedule IV. • approval and authentication - o Quarterly FR shall be approved by board of directors or Certified by BOD, CEO, or CFO as financial results does not contain any false or misleading statement. - o Signed by – chairman, or MD, WTD and in their absence 2 director - o Limited review report shall be placed before the board of directors for its approval - o Annual audited financial result approved by BOD signed by as per the sub regulation 2 (b) of regulation 33
34	Annual Report • contain - audited financial statements i.e B*S, P&L -statement of impact of audit qualifications as stipulated in Reg.33(3)(d) -consolidated financial statements audited by its statutory auditors -cash flow statement -directors report; -MDAR -BRR -other disclosures specified in Companies Act, 2013 along with other requirements as specified in Schedule V of these regulations.

38	Minimum Public Shareholding shall comply with the minimum public shareholding requirements specified in Rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957
39	Issuance of Certificates or Receipts/Letters/Advices for securities and dealing with unclaimed securities. - shall comply with Rule 19(3) of Securities Contract (Regulations) Rules, 1957 - comply with the procedural requirements specified in Schedule VI while dealing with securities issued pursuant to the public issue or any other issue, which remain unclaimed and/or are lying in the escrow account
40	Transfer or transmission or transposition of securities. - Shall comply provisions of securities laws or Companies Act, 2013 and rules for effecting transfer of securities. - BODs may delegate the power of transfer of securities to a committee - Committee shall report on transfer of securities to BODs at every board meeting - shall not register the transfer of its securities when the transferor(s) objects to the transfer - shall not decline to, register any transfer of shares, on the ground of persons indebted to the listed entity - shall comply with all procedural requirements as specified in Schedule VII - listed entity has not effected transfer of securities within the time specified in regulations listed entity shall compensate the aggrieved party for the opportunity losses caused during the period of the delay
41	Other provisions relating to securities - shall not exercise a lien on its- - fully paid shares - partly paid shares - except in respect of moneys called or payable at a fixed time in respect of such shares. - Any amount to be paid in advance such amount may carry interest but shall not in respect thereof confer a right to dividend - shall not issue shares in any manner which may confer on any person, superior rights as to voting or dividend - issue or offer in the first instance all shares rights, privileges and benefits to subscribe pro rata

	basis , to the equity shareholders of the listed entity, unless the shareholders in the general meeting decide otherwise. • shall not select any of its listed securities for redemption otherwise than on pro-rata basis or by lot.
43	Dividends. • declare and disclose the dividend on per share basis only. • shall not forfeit unclaimed dividends before the claim becomes barred by law and such forfeiture
46	Website • Maintain a functional website-Which contain the basic information about the listed entity • Disseminate the following information on its website - o Details of its business; - o T & C of Appointment of ID - o Composition of various committees - o Code of conduct of BOD and senior management personnel - o Details of Whistle Blower policy - o Criteria of making payments to non-executive directors - o Policy on dealing with RPT - o Policy for determining 'material' subsidiaries - o Detail of familiarization programmes to ID - o Email address for grievance redressal - o Contact information of designated officials for handling investor grievances - o Financial information including notice of meeting, financial results and conclusion, Annual Report include Bal Sheet, P&L, DR, CGR - o Shareholding pattern - o Details of agreements entered into with the media companies and/or their associates - o Schedule of analyst, or presentations made by the listed entity to analysts - o New name and the old name for a continuous period of one year. - o Items in sub-regulation (1) of regulation 47- Advertisements in Newspapers. -Notice of BM, where financial results shall be discussed -Financial results, as specified in regulation 33. - o If submitted both standalone and consolidated financial results- shall publish consolidated financial results along-with (1) Turnover, (2) Profit before tax and (3) Profit after tax - o Statements of deviation(s) or variation(s) as specified in sub-regulation(1) of regulation 32

	- o on quarterly basis - o Notices given to shareholders by advertisement - o Ensure That Contents of the website are correct and - o Update any change in the content within two working days from the date of such change in content
47	Advertisements in Newspapers. • shall publish the following information -notice of meeting of the board of directors where financial results shall be discussed -financial results, as specified in regulation 33, along-with the modified opinion(s) or reservation(s), if any -statements of deviation(s) or variation(s) as specified in sub-regulation (1) of regulation 32 on quarterly basis, after review by audit committee • notices given to shareholders by advertisement • shall give a reference in the newspaper to link of the website of listed entity and stock exchange(s), where further details are available • financial results shall be published within 48 hours of conclusion of the meeting of board of directors at which the financial results were approved • shall be published in at least one English language national daily newspaper circulating in the whole or substantially the whole of India and in one daily newspaper published in the language of the region, where the registered office of the listed entity is situated
48	Accounting Standards. • The listed entity shall comply with all the applicable and notified Accounting Standards from time to time
	OBLIGATIONS OF LISTED ENTITY WHICH HAS LISTED ITS NON-CONVERTIBLE DEBT SECURITIES
49	Applicability. Apply only to a listed entity which has listed its 'Non-convertible Debt Securities
53	Annual Report • Shall contain disclosures as specified in Companies Act, 2013 along with the following- a) Audited financial statements i.e. B*S, P&L etc. b) Cash flow statement (as per indirect method AS 3 / IAS 7) c) Auditors report d) Directors report;

	e) Name of the debenture trustees with full contact details ; f) Related party disclosures as specified in Para A of Schedule V.
54	Asset Cover. The Listed Company shall maintain 100 % asset cover sufficient to discharge the principal amount at all times
61	Terms of non-convertible debt securities - The listed entity shall ensure timely payment of -- a) interest, b) dividend of NCRPS c) payment of redemption - Provided that the listed entity shall not declare or distribute any dividend wherein it has defaulted in- a) interest on debt securities b) redemption thereof c) creation of security as per the terms of the issue of debt securities - The listed entity shall not forfeit- - o unclaimed interest/dividend - o such unclaimed interest/dividend shall be transferred to the 'IEPF - Selection for redemption of securities otherwise than on pro rata basis or by lot. - Comply with regulation 40 for transfer of securities including procedural requirements specified in Schedule VII.

External Compliance

Regulations	Particular	To whom
6	Appoint a Qualified Company Secretary - monitoring email address of grievance redressal division as designated by the listed entity for the purpose of registering complaints by investors - co-ordination with and reporting to the Board, recognised stock exchange(s) and depositories	Investor / Stock exchange
7	RTA: - submit a compliance certificate to the exchange, duly signed by both the compliance officer of the listed entity and the authorized representative of the share transfer agent - within one month of end of each half of the financial year - In Case change or appointment of a new share transfer agent into a tripartite agreement between the existing share transfer agent, the new share transfer agent - Intimate to such appointment within seven days of entering into the agreement	Stock exchange
8	Co-operation with intermediaries Such as credit rating agencies, registrar to an issue and share transfer agents, debenture trustees etc, within timelines and procedures specified under the Act,	Credit Rating RTA S/E Debenture Trustee
10	Filing of information: shall file the reports, statements, documents with S/E on the electronic platform as specified by the Board	Stock exchange
12	Payment of dividend or interest or redemption or repayment - Mode of payment facility approved by the Reserve Bank of India, in the manner specified in Schedule I, for the payment of dividends, interest; redemption or repayment amounts - Amount payable as dividend exceeds one thousand and five hundred rupees,	Investor

	the 'payable-at-par' warrants or cheques shall be sent by speed post.	
13	Grievance Redressal Mechanism file with the recognised stock exchange(s) on a quarterly basis, within twenty one days from the end of each quarter, a statement giving the number of investor complaints pending at the beginning of the quarter, those received during the quarter, disposed of during the quarter and those remaining unresolved at the end of the quarter (Sub Reg. 3)	Stock Exchange
24	Corporate governance requirements with respect to subsidiary of listed entity: - A listed entity shall not dispose of shares in its material subsidiary resulting in reduction of its shareholding to less than fifty percent or cease the exercise of control over the subsidiary without passing a SR except scheme of arrangement duly approved by court. - require prior approval of shareholders by way of SR in GM to Selling, disposing and leasing of assets amounting to more than twenty percent of the assets of the material subsidiary except scheme of arrangement	Shareholder approval
27	Other corporate governance requirements. submit a quarterly compliance report on corporate governance to S/E within fifteen days from close of the quarter	Stock exchange
28	In-principle approval of recognized stock exchange(s). - Before issuing securities shall obtain an 'in-principle' approval from recognised stock exchange - shall not be applicable for securities issued pursuant to the scheme of arrangement	Stock Exchange
29	Prior Intimations. shall give prior intimation about the meeting of the board of directors - financial results (At least 5 days in advance) - buyback - voluntary delisting - fund raising by way of further public offer, rights issue, ADR GDR FCCB, QIP, debt issue, preferential issue or any other method and for determination of issue price - intimation shall also be given in case of any AGM or EGM or postal ballot that is proposed to be held for obtaining shareholder approval for further fund raising	Stock Exchange

	indicating type of issuance. • Declaration of dividend • issue of convertible securities • declaration of bonus securities • any alteration in the form or nature of any of its securities or rights or privileges of the holders thereof (at least eleven working days before any proposal is placed) • any alteration in the date on which, the interest on debentures or bonds, or the redemption amount of redeemable shares or of debentures or bonds, • at least two working days in advance, other than specified	
30	Disclosure of events or information: • disclosure of events which is opinion of the board is material • Events specified in Para A of Part A of Schedule III are deemed to be material events • disclosure of events specified in Para B of Part A of Schedule III, based on application of the guidelines for materiality • listed entity shall consider the criteria specified in Reg. 30(4) for determination of materiality of events • frame a policy for determination of materiality, based on criteria specified and approved by BODs • BODs are authorize one or more Key Managerial Personnel for the purpose of determining materiality • contact details of such personnel shall be also disclosed to the stock exchange • disclose to S/E of all events, as specified in Part A of Schedule III not later than twenty four hours from the occurrence of event • if made after twenty four hours of occurrence of Event, shall provide explanation for delay • events specified in sub-para 4 of Para A of Part A of Schedule III shall be made within thirty minutes of the conclusion of the board meeting • make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations. • disclose on its website for a minimum period of 5 years all such events or information which has been disclosed to stock exchange	Stock Exchange

	- disclose all events or information with respect to subsidiaries which are material for the listed entity - provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events	
31	Holding of specified securities and shareholding pattern: - submit to the stock exchange(s) a statement showing holding of securities and shareholding pattern separately for each class of securities, in the format specified within- - one day prior to listing of its securities - Within 21 days of from the end of each quarter - within ten days of any capital restructuring of the listed entity	Stock exchange
31 A	Disclosure of Class of shareholders and Conditions for Reclassification - shall be disclosed separately in the shareholding pattern appearing on the Website of all stock exchanges having nationwide trading terminals - stock exchange allow modification or reclassification of the status of the shareholders upon receipt of a request from the concerned shareholders - In case of transmission/succession/inheritance, the inheritor shall be classified as promoter. - re-classification due to change in new promoters subject to approval of shareholders in GM and and compliance of the such conditions as specified in regulations - promoter along with the promoter group and PACs shall not hold more than ten per cent of the paid-up equity capital of the entity - Such promoter shall not continue to have any special rights through formal or informal arrangements - Such promoters and their relatives shall not act as key managerial person for a period of more than three years from the date of shareholders' approval - Company does not have any identifiable promoter the existing promoters may be re-classified as public shareholders subject to approval of the shareholders - re-classification of promoter as public shareholders shall be subject to the condition specified in sub regulations (7) of the regulations.	Stock exchange
32	Statement of deviation(s) or variation(s).- Submit to the stock exchange on a quarterly basis for public issue, rights issue,	-Stock exchange

	preferential issue etc. (sub regulation 1) -indicating deviations, if any, in the use of proceeds from the objects stated in the offer document -indicating category wise variation between projected utilization of funds made by it in its offer document • Statement specified in sub regulation (1) shall be -given till such time the issue proceeds have been fully utilised or the purpose for which these proceeds were raised has been achieved -placed before the audit committee for review and after such review, shall be submitted to the stock exchange(s). -shall furnish an explanation for the variation specified in the directors' report in the annual report • prepare an annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice, certified by the statutory auditors • Place it before the audit committee till such time the full money has been utilized. • entity has appointed a monitoring agency shall submit to the stock exchange(s) any comments or report received from the monitoring agency • Such report shall be placed before the audit committee on an annual basis, promptly upon its receipt.	-Audit committee -Monitoring Agency
33	Declaration of financial Results • Submission • quarterly and year-to-date standalone FR submitted to S/E— within 45 days of end of each quarter • If Subsidiaries –in addition to clause 3a • quarterly/year-to-date consolidated financial results in First quarter of financial Year • Note:- Option to additionally submit quarterly/year-to-date consolidated financial • Financial results in the first quarter of the financial year and this option shall not be changed during the financial year.	Stock Exchange

	• In Case Change its Option—it shall furnish comparable figures for the previous year in • accordance with the option exercised for the current financial year • Audited or unaudited subject to following • If opts to submit unaudited quarterly and year-to-date FR subject to limited review (BY PCA) • If opts to submit audited quarterly and year-to-date FR, they shall be accompanied by the audit report. • If opts to submit Annual audited standalone FR for the FY- within 60 days • In Case Audit Report with unmodified opinion the listed entity shall furnish declaration to the effect to the S/E while publishing annual Audited financial results. • If any subsidiaries-- annual audited consolidated financial results along with the statement of impact of audit qualifications (For the audit report of modified opinion) • submit the audited financial results in respect of the last quarter along-with the results for the entire financial year, • With a note:- balancing figures between audited figures in respect of the full financial year and the published year-to-date figures up to the third quarter of the current financial year. • In standalone or consolidated financial results for the half year-- note, a statement of assets and liabilities as at the end of the half-year • statement of impact of audit qualifications (For the audit report of modified opinion) and annual audit report submitted in terms of clause (d) of sub-regulation (3)	
34	Annual Report • shall submit the annual report to the stock exchange within twenty one working days of it being approved and adopted in the annual general meeting	Stock exchange
35	Annual Information Memorandum. • Submit to the stock exchange(s) in the manner specified by the Board from time to time.	Stock exchange
36	Documents & Information to shareholders • send the annual report in the following manner to the shareholders:	Shareholders

	- Soft copies of full annual report to all those shareholder who have registered their email - Hard copies of full annual reports who Request for the same - send annual report to the holders of securities, not less than twenty-one days before the AGM • In case of the appointment of a new director or re-appointment- (a) a brief resume of the director; (b) nature of his expertise in specific functional areas; (c) disclosure of relationships between directors inter-se; (d) directorship and the membership of Committees of other listed companies (e) shareholding of non-executive directors.	
37	Draft Scheme of Arrangement & Scheme of Arrangement • shall file the draft scheme of arrangement, proposed to be filed before any Court or Tribunal with the stock exchange(s) for obtaining Observation Letter or NOC • Observation Letter or NOC shall be placed before the Court or Tribunal at the time of seeking approval of the scheme • validity of the 'Observation Letter' or NOC shall be six months from the date of issuance • shall ensure compliance with the other requirements as may be prescribed by the Board from time to time • shall submit the documents, to the stock exchange(s), as prescribed by the Board and/or stock exchange(s) from time to time.	High court, Stock exchange
39	Issuance of Certificates or Receipts/Letters/Advices for securities and dealing with unclaimed securities. • shall issue certificates or receipts or advices, as applicable, of subdivision, split, consolidation, renewal, exchanges, etc. within a period of thirty days from the date of such lodgement. • submit information regarding loss of share certificates and issue of the duplicate certificates the stock exchange within two days of its getting information.	Shareholders
40	Transfer or transmission or transposition of securities.	Stock

	- On receipt of proper documentation, the listed entity shall register transfers of its securities in the name of the transferee within a period of fifteen days from the date of such receipt of request - shall ensure that transmission requests are processed of share held in dematerialized mode and physical mode within seven days and twenty one days respectively - proper verifiable dated records shall be maintained by the listed entity - shall not register transfer of securities when any statutory prohibition or any attachment or prohibitory order of a competent authority restrains it from transferring the securities - the STA and/or the in-house share transfer facility, as the case may be, produces a certificate from a practicing company secretary within one month of the end of each half of the financial year, certifying that all certificates have been issued within thirty days of the date of lodgement. - Such Certificate shall be filled with the stock exchange. - This provision shall also apply to – - deletion of name - transmission of securities - transposition of securities	Exchange
42	Record Date or Date of closure of transfer books. - shall intimate the record date to all the stock exchange(s) - declaration of dividend; -issue of right or bonus shares - Issue of convertible security - issue of shares for conversion of debentures or rights attached to debentures - corporate actions like mergers, de-mergers, splits and bonus shares - such other purposes as may be specified by the stock exchange(s). - shall give notice in advance of atleast seven working days to Stock exchange - shall recommend or declare all dividend and/or cash bonuses at least five working days (excluding the date of intimation and the record date)before the record date fixed for the purpose - time gap of at least thirty days between two record dates - This Provisions shall apply for securities held in physical form	Stock exchange

44	Voting by shareholders. • shall provide the facility of remote e-voting facility to its shareholders • The e-voting facility subject to compliance with the conditions specified under the Companies (Management and Administration) Rules, 2014 • voting results submit to the stock exchange within forty eight hours of conclusion of its General Meeting • shall send proxy forms to holders of securities in all cases mentioning that a holder may vote either for or against each resolution	Shareholder, Stock exchange
45	Change in name of the listed entity. • shall be allowed to change its name subject to -At least one year has elapsed from the last name change -At least fifty percent. of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name; -The amount invested in the new activity/project is atleast fifty percent. of the assets of the listed entity • Before filing the request for change of name with the ROC, the listed entity shall seek approval from Stock Exchange by submitting a certificate from chartered accountant stating compliance with conditions	Stock exchange, PCA
	OBLIGATIONS OF LISTED ENTITY WHICH HAS LISTED ITS NON-CONVERTIBLE DEBT SECURITIES	
50	Intimation to stock exchange(s). • Prior intimation for payment of interest/Redemption amount to stock exchange before 11 working days for finalizing Record Date for the payments of interest and redemption of debenture • Prior Intimation to SE in case of fresh NCDs. At least 2 working days in advance	Stock exchange,
51	Disclosure of information having bearing on performance/operation of listed entity and/or price sensitive information. • Prompt inform Price Sensitive Information to SE that can effect payment of Interest of Debentures. • shall make disclosures as specified in Part B of Schedule III.	Stock exchange,
54	Asset Cover. • The listed entity shall disclose to the stock exchange in quarterly, half-yearly, year-to-date and annual financial statements, as applicable, the extent and	Stock Exchange

	nature of security created and maintained with respect to its secured listed non-convertible debt securities	
55	Credit Rating. • Every year the Company shall get the rating reviewed from any of CRA registered with SEBI • Yearly certificate shall be obtained by the listed entity to note down if there is any revision in rating.	CRA
56	Documents and Intimation to Debenture Trustees. • Company has to submit with debenture trustee– - o A copy of annual report along with auditor's certificate in respect of utilization of funds raised (till it is fully utilized) - o A copy of all notices, resolution etc in respect of- (a) any new issue of NCDs (b) Intimation regarding revision in rating (c) Intimation regarding default in payment of interest or redemption or both (d) Intimation regarding failure to create charge on assets - o Half-yearly certificate for maintenance of 100% asset cover in respect of listed non-convertible debt securities, along with the half yearly financial result should be submitted to debenture trustee. To be signed by practicing company secretary or a practicing chartered accountant - o Forward such information sought by debenture trustee - o Provided access to relevant books of account - o Supply of information electronic with the consent of debenture trustee	Debenture Trustee
57	Other submissions to stock exchange • Submit a certificate to S/E on making a timely payment of interest or principal or both Within 2 days of making a payments • Undertaking to S/E regarding all documents and intimation required to be submitted to debenture trustee (In a format specified by board time to time)- Annual Basis	Stock Exchange
58	Documents and information to holders of non - convertible debt • Listed entity shall send- a) Soft copies of full annual reports on their registered email id	Debenture Holders

	b) Hard copy of financial statements who are not so registered. c) Hard copies of full annual reports on demand d) Half yearly statements as specified in sub-regulation (4) and (5) of regulation 52, • Listed entity shall send notice of all meeting and advising to appointment of proxy as mention in section 105 of the companies Act 2013 shall be applicable for such a meeting. • Proxy cannot represent- a) More than 50 NCDs holder and b) More than 10% of NCDs in aggregate of total NCDs	
59	Structure of non-convertible debt securities • The listed entity shall not make material modification without prior approval of the stock exchange where the - o Structure of debt securities in terms of coupon, conversion, redemption • Approval of Such Modification by stock exchange only after the approval of BODs and Debenture trustee in case of NCDs. After complying with the provisions of Companies Act, 2013 including approval of the consent of requisite majority of holders of that class of securities.	Stock Exchange, BODs, Shareholders
60	Record Date The listed entity shall fix a record date for the purpose of- a) interest, b) dividend c) payment of redemption d) repayment amount or e) such other purposes Notice in advance of at least seven working days (excluding the date of intimation and the record date) to the recognized stock exchange(s)	Stock Exchange